

John M. Sipple, Jr., Esquire
Premerger Notification Office
Bureau of Competition
Room 303
Federal Trade Commission
Sixth Street & Pennsylvania Avenue, N.W.
Washington, D.C. 20580

Dear John:

This letter will serve to memorialize your oral opinion, provided over the talenhone today, that the proposed transaction between to between the talenhone today, that the proposed transaction outlined in my letter hand delivered to you early this merning, does not give rise to any reporting obligations under the Hart-Scott-Rodino premerger notification program. Thank you for getting back to us so quickly.

Best wishes for the holidays.

